

Defendant Perfect 10, Inc. ("Perfect 10") moves to dismiss, transfer or stay this action as follows: (1) Pursuant to Fed. R. Civ. P. 12(b)(3) (or alternatively Rule 12(b)(1) or 12(b)(6), Perfect 10 moves to dismiss on the ground that the Court has discretion to dismiss a declaratory judgment action which has been filed for forum shopping purposes in anticipation of an imminent coercive action in another forum, which coercive action offers a more complete resolution of the claims between the parties, (2) Pursuant to 28 U.S.C. § 1404(a), Perfect 10 moves, in the alternative, to transfer this action to the Central District of California, where Perfect 10's coercive action against Plaintiff and others is pending, and where two related actions with the same facts and legal issues are currently pending, for the convenience of the parties and witnesses and in the interests of justice, and (3) Pursuant to established law, Perfect 10 moves, in the alternative, to stay this declaratory judgment action pending completion of proceedings on Perfect 10's coercive action in the Central District of California.

The motion is based on the separately-filed Memorandum of Law, Declarations of Ronald L. Johnston, Jeffrey N. Mausner, and Norman Zadeh, Request for Judicial Notice, Statement Certifying Compliance with Local Rule 7.1(A)(3), and Request for Hearing and Oral Argument.

Dated: June 7, 2002

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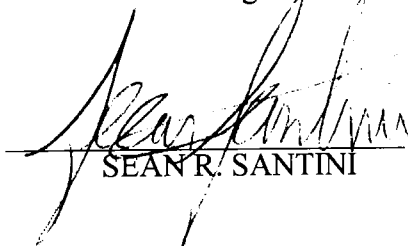
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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was served via Federal Express on this 7th day of June, 2002, upon all counsel on the following service list.


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